



Southern Pacific Lines

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1757 • Facsimile (415) 495-5436

Lenona Young
Paralegal

Law Department

February 11, 1994

RECORDATION NO. 10134 FILED 1425

FEB 16 1994 - 12 20 PM

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

RE: I.C.C. Finance Docket No. 28944 --
St. Louis Southwestern Railway Company
Equipment Trust Agreement, Series G

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of Title 49, United States Code, Section 11303 are an original and four (4) fully executed counterparts of a Declaration of Full Payment dated as of February 8, 1994, to Equipment Trust Agreement dated as of February 1, 1979, creating St. Louis Southwestern Railway Company Equipment Trust, Series G, a secondary document, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of February 1, 1979, recorded on February 23, 1979, at 2:35 PM, assigned Recordation No. 10134;

First Supplement to Equipment Trust Agreement dated as of August 6, 1979, recorded on August 8, 1979, at 2:35 PM, assigned Recordation No. 10134-A;

Second Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 10134-B;

Third Supplement to Equipment Trust Agreement dated as of April 15, 1987, recorded on May 8, 1987, at 10:35 AM, assigned Recordation No. 10134-C;

Mr. Sidney L. Strickland, Jr.
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Assignment and Transfer of Certain Road Equipment dated as of April 15, 1987, recorded on May 8, 1987, at 10:35 AM, assigned Recordation No. 10134-D;

Fourth Supplement to Equipment Trust Agreement dated as of July 1, 1988, recorded on August 1, 1988, at 3:20 PM, assigned Recordation No. 10134-E;

Assignment and Transfer of Certain Road Equipment dated as of July 1, 1988, recorded on August 1, 1988, at 3:20 PM, assigned Recordation No. 10134-F;

Fifth Supplement to Equipment Trust Agreement dated as of July 10, 1989, recorded on August 28, 1989, at 12:05 PM, assigned Recordation No. 10134-G;

Assignment and Transfer of Certain Road Equipment dated as of July 10, 1989, recorded on August 28, 1989, at 12:05 PM, assigned Recordation No. 10134-H;

Assignment and Transfer of Certain Road Equipment dated as of September 30, 1991, recorded on November 18, 1991, at 3:40 PM, assigned Recordation No. 10134-I;

Assignment and Transfer of Certain Road Equipment dated as of March 1, 1992, recorded on March 12, 1992, at 8:10 AM, assigned Recordation No. 10134-J;

Assignment and Transfer of Certain Road Equipment dated as of September 15, 1992, recorded on September 21, 1992, at 10:30 AM, assigned Recordation No. 10134-K;

Assignment and Transfer of Certain Road Equipment dated as of April 8, 1993, recorded on April 21, 1993, at 10:55 AM, assigned Recordation No. 10134-L;

Assignment and Transfer of Certain Road Equipment dated as of April 30, 1993, recorded on May 17, 1993, at 3:15 PM, assigned Recordation No. 10134-M; and

Assignment and Transfer of Certain Road Equipment dated as of July 1, 1993, recorded on August 5, 1993, at 2:35 PM, assigned Recordation No. 10134-N.

In connection with the recording of the Declaration of Full Payment dated as of February 8, 1994, to the Equipment Trust Agreement dated as of February 1, 1979, the following information is set forth:

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Name and Address of Trustee - Lessor:

CoreStates Bank, N.A.
510 Walnut Street
Philadelphia, Pennsylvania 19106

Name and Address of Guarantor - Lessee:

St. Louis Southwestern Railway Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

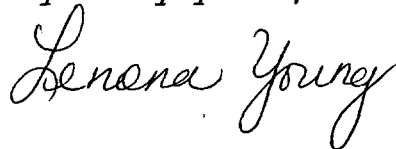
Also enclosed is a check in the amount of \$18 to cover the required recordation fee.

When the recording of the Declaration of Full Payment has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof, and return four (4) of the same to the undersigned.

A short summary of the enclosed document to appear in the Commission's index is:

Declaration of Full Payment dated as of February 8, 1994
executed by CoreStates Bank, N.A., as Trustee, covering
286 boxcars and 4 locomotives.

Very truly yours,



Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

2/124/94

OFFICE OF THE SECRETARY

Lenona Young

Paralegal

Southern Pacific Lines

Southern Pacific Building

San Francisco, CA 94105

One Market Plaza

Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 2/16/94 at 12:20pm, and assigned
recordation number(s). 9654-NN, 9928-M, & 10134-O

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 10134-0 FILED 1425

FEB 16 1994 - 12 20 PM

INTERSTATE COMMERCE COMMISSION

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

EQUIPMENT TRUST

SERIES G

EQUIPMENT TRUST AGREEMENT

Dated as of February 1, 1979

DECLARATION OF FULL PAYMENT

**ST. LOUIS SOUTHWESTERN RAILWAY COMPANY
EQUIPMENT TRUST, SERIES G**

Equipment Trust Agreement Dated as of February 1, 1979

DECLARATION OF FULL PAYMENT

CoreStates Bank, N.A. (formerly known as First Pennsylvania Bank, N.A., herein called the "Trustee"), Trustee under that certain Equipment Trust Agreement dated as of February 1, 1979, as supplemented, between the Trustee and St. Louis Southwestern Railway Company, pursuant to which was created and constituted "St. Louis Southwestern Railway Company Equipment Trust, Series G," does hereby acknowledge and declare that the purchase money for the equipment subject to said Equipment Trust Agreement has been paid in full; that all of the terms and conditions of the said Equipment Trust Agreement, as supplemented, have been performed; that St. Louis Southwestern Railway Company has made all payments and met all charges required by the said Equipment Trust Agreement, as supplemented that all of the interests in St. Louis Southwestern Railway Company Equipment Trust, Series G, and the dividends thereon, have been satisfied, paid and discharged; and the said Equipment Trust Agreement, as supplemented, and the lease by Trustee to St. Louis Southwestern Railway Company of the railroad equipment described therein, have terminated, and the Trustee is now obligated by the said Equipment Trust Agreement to assign and transfer the said railroad equipment to St. Louis Southwestern Railway Company as the absolute property of St. Louis Southwestern Railway Company.

AND it does hereby consent that the record of its title to all the equipment covered by the said Equipment Trust Agreement, as supplemented, be cancelled and discharged, and that this Declaration may be filed or recorded or noted on the margin of the record of the said Equipment Trust Agreement wherever the same may have been filed or recorded.

AND it does hereby constitute and appoint CATHY WIEDECKE to be its attorney for it, and in its name and as and for its corporate act and deed, to acknowledge this instrument, before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgement, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, CoreStates Bank, N.A., Trustee as aforesaid, acting in accordance with the terms and conditions of the Equipment Trust Agreement, as supplemented, has caused this Declaration to be signed in its name and its corporate seal to be hereunto affixed, duly attested, as of the 8th day of February, 1994.

CORESTATES BANK, N.A., Trustee

By CWud
Corporate Trust Officer

ATTEST:

M. M. M.
Assistant Vice President

A circular diagram showing the distribution of 1000 respondents by age group. The chart is divided into segments representing different age ranges: 18-24, 25-34, 35-44, 45-54, 55-64, 65-74, 75-84, and 85+. The segments are labeled with their respective percentages of the total sample.

Age Group	Percentage
18-24	12%
25-34	18%
35-44	22%
45-54	20%
55-64	15%
65-74	10%
75-84	5%
85+	3%

Jonathan R Wright
Notary Public

